

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	April 30, 2008							
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Frivate Placement of Partnership Units Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer 08060237
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Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Triumph Northwest, L.P.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
7333 North Freeway, Suite 500, Houston, Texas 77076 (713) 807-8686
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
Brief Description of Business
Developing and operating long-term acute care facilities
Type of Business Organization PROCESSED
corporation imited partnership, already formed other (please specify):
business trust limited partnership, to be formed
Month Year OCT-2-7 2006
Actual or Estimated Date of Incorporation or Organization: OFFE OFFE Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CENERAL INSTRUCTIONS CN for Canada; FN for other foreign jurisdiction) TX FINANCIAL

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) New Triumph HealthCare of Texas, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter Executive Officer ■ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) New Triumph HealthCare, LLP Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Berk, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Alber, Thomas Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer x Director General and/or Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter Beneficial Owner K Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Humphrey, Larry · 4· ** , * * Business or Residence Address (Number and Street, City, State, Zip Code) 7333 North Freeway, Suite 500, Houston, Texas 77076

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			Ans	wer also in	Appendix	, Column 2	2, if filing t	ınder UL	OE.			_
2. What	is the minim	um invest	ment that v	vill be acce	pted from	any individ	lual?	•••••			. \$ <u>18</u> ,	000
								•			Yes	No
	the offering										_	
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	i Aggre		Amount Already
	Type of Security	Offering	g Price	Sold
	Debt	\$ 0	The street of th	s 0
	Equity	\$ · 0	41.5	<u>s o ·····</u>
	Common Preferred			
	Convertible Securities (including warrants)	<u>\$</u>		s_0
	Partnership Interests	\$ 540,00	00:===	s 540,000
	Other (Specify	s 0	7 7 5 FT	\$ 0
	Total	\$ 1540,00	00	\$ 540,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•		Aggregate
		Numl Inves		Dollar Amount of Purchases
	Accredited Investors	23		s 540,000
	Non-accredited Investors	0	<u> </u>	\$ 0
	Total (for filings under Rule 504 only)	N/A	2	\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	m	Type		Dollar Amount
	Type of Offering	Secur	ity ·:	Sold
	Rule 505	N/A	<u> </u>	s N/A
	Regulation A	N/A		s_N/A
	Rule 504	N/A		s N/A
	Total	N/A		§ N/A
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•		
	Transfer Agent's Fees		1500	\$
	Printing and Engraving Costs			\$
	Legal Fees		_ *	\$ 36,000
	Accounting Fees			\$ 13,000
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify)		Ϊ	\$1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	Total		_	\$ 49,000

製	C. OFFERING PRICE; NUM	BEROF INVESTORS; EXPENSES AND USE OF P	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C' proceeds to the issuer."	ring price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross		ş 491,000
5.	Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for an check the box to the left of the estimate. The total oproceeds to the issuer set forth in response to Par	ny purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, &	Payments to
		•	Affiliates	Others
	Salaries and fees		\$	S S S S S S S S S S S S S S S S S S S
	Purchase of real estate			_ \$
	Purchase, rental or leasing and installation of made	chinery	AND TO SEC	A 18 A A A 69 Y S
	and equipment		Start 20 000 500 500 500 50 50	× \$ 91,000
	Construction or leasing of plant buildings and fac-	•	S S S S S S S S S S	_ \$ <u>\$</u>
	Acquisition of other businesses (including the val offering that may be used in exchange for the ass- issuer pursuant to a merger)	ets or securities of another	⊐ເ ື່∛່	ms 2
	Repayment of indebtedness	•	100000 2500015,100-0501505050	
	Working conital		100 CN 1000 PM P P P P P P P P P P P P P P P P P	× \$ 400,000
	Other (specify):		S ****	
		[S	<u> </u>
	Column Totals	[S	x \$ 491,000
	Total Payments Listed (column totals added)		⋉ \$ <u>.49</u>	1,000
		D FEDERAL SIGNATURE.		
sig	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	mish to the U.S. Securities and Exchange Commis	sion, upon writter	
Iss	er (Print or Type)	Signature	Date	or more to the control of the contro
Tr	umph Northwest, L.P.	4 MA	October 12, 2000	
27,340%	ne of Signer (Print or Type) ry Humphrey	Title of Signer (Print or Type) Chief Financial Officer of New Triumph Hea	IthCare of Texas	ELC:
777			W. A. Warshing	A West Content of the

ATTENTION -

E STATE SIGNATURE			
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes ③	No ×	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	// Date
Triumph Northwest, L.P.		October 12, 2006
Name (Print or Type)	Title (Print or Type)	
Larry Humphrey	Chief Financial Offic	er of New Triumph HealthCare of Texas, LLC

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)						5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	, , , , , , , , , , , , , , , , , , , ,	Number of Accredited Investors	Amount	Numb Non-Acc Inves	redited	Amount	Yes	No	
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APPENDIX

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	to non-acinvestors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pi	Disqualifi under State (if yes, at explanation waiver grant (Part C-Item 2) Disqualifi under State (if yes, at explanation waiver grant count purchased in State (Part E-Item 2)			ate ULOE, attach attion of granted)
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1	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				lification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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